KRAVIS HENRY R
Form 4
February 14, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR 1996 FUND L P

(Last) (First) (Middle)

C/O KKR & CO, 9 WEST 57TH ST 41ST FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Rockwood Holdings, Inc. [ROC]

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	12/23/2010		S		6,183,559	D	$ 37.52 (1)	5,231,416	I	See Footnotes (2) (12) (13)
Common Stock, par value $0.01 per share	12/23/2010		S		53,420	D	$ 37.52 (1)	45,195	I	See Footnotes (3) (12) (13)
Common Stock, par	12/28/2010		J(4)		900,000	D	(4)	4,331,416	I	See Footnotes

value $0.01 per share				(2) (12) (13)
Common Stock, par value $0.01 per share		900,000 (5)	I	See Footnotes (6) (12) (13)
Common Stock, par value $0.01 per share		8,006,339	I	See Footnotes (7) (9) (12) (13)
Common Stock, par value $0.01 per share		2,285,721	I	See Footnotes (8) (9) (12) (13)
Common Stock, par value $0.01 per share		239,348	I	See Footnotes (10) (12) (13)
Common Stock, par value $0.01 per share		89,771	I	See Footnotes (11) (12) (13)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR 1996 FUND L P C/O KKR & CO 9 WEST 57TH ST 41ST FLOOR NEW YORK, NY 10019		X		
KKR ASSOCIATES 1996 L P C/O KKR & CO 9 WEST 57TH ST 41ST FLOOR NEW YORK, NY 10019		X		
KKR 1996 GP LLC 9 WEST 57TH STREET STE 4200 NEW YORK, NY 10019		X		
KKR PARTNERS II LP KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET NEW YORK, NY 10019		X		
KKR ASSOCIATES STRATA LP C/O KKR & CO 9 WEST 57TH ST 41ST FLOOR NEW YORK, NY 1019		X		
KKR ASSOCIATES C/O KOHLBER KVRAVIS ROBERTS & CO., L.P., 9 WEST 57TH STREET NEW YORK, NY 10019		X		
STRATA LLC C/O KKR & CO 9 WEST 57TH ST 41ST FLOOR NEW YORK, NY 1019		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH ST NEW YORK, NY 10019		X		
ROBERTS GEORGE R 2800 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ William J. Janetschek, by power of attorney for KKR 1996 Fund L.P.	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for KKR Associates 1996 L.P.	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for KKR 1996 GP LLC	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for KKR Partners II, L.P.	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for KKR Associates (Strata) L.P.	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for KKR Associates, L.P.	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for Strata L.L.C.	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for Henry R. Kravis	02/14/2011
**Signature of Reporting Person	Date
/s/ William J. Janetschek, by power of attorney for George R. Roberts	02/14/2011
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the price paid by the underwriters pursuant to an underwritten offering.

(2) These securities are held by KKR 1996 Fund L.P. As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996 L.P. may be deemed to be the beneficial owner of such shares held by KKR 1996 Fund L.P. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC also may be deemed to be the beneficial owner of such shares held by KKR 1996 Fund L.P.

(3) These securities are held by KKR Partners II, L.P. As the general partners of KKR Partners II, L.P., KKR Associates (Strata) L.P. and KKR Associates, L.P. may be deemed to be the beneficial owners of such shares held by KKR Partners II, L.P. As the sole general partner of KKR Associates (Strata) L.P., Strata L.L.C. also may be deemed to be the beneficial owner of such shares held by KKR Partners II, L.P.

(4) Distribution in kind from KKR 1996 Fund L.P. without consideration to KKR Associates 1996 L.P., its sole general partner.

(5) These securities were received by KKR Associates 1996 L.P. as a distribution in kind from KKR 1996 Fund L.P. on December 28, 2010.

(6) These securities are held by KKR Associates 1996 L.P. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC may be deemed to be the beneficial owner of such shares held by KKR Associates 1996 L.P.

(7) These securities are held by KKR European Fund, Limited Partnership. As the sole general partner of KKR European Fund, Limited Partnership, KKR Associates Europe, Limited Partnership may be deemed to be the beneficial owner of such shares held by KKR European Fund, Limited Partnership. As the sole general partner of KKR Associates Europe, Limited Partnership, KKR Europe Limited also may be deemed to be the beneficial owner of such shares held by KKR European Fund, Limited Partnership.

(8) These securities are held by KKR Millennium Fund L.P. As the sole general partner of KKR Millennium Fund L.P., KKR Associates Millennium L.P. may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P. As the sole general

partner of KKR Associates Millennium L.P., KKR Millennium GP LLC also may be deemed to be the beneficial owner of such securities held by KKR Millennium Fund L.P.

(9) Each of KKR Fund Holdings L.P. (as the designated member of KKR Millennium GP LLC and the sole shareholder of KKR Europe Limited); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited) and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may also be deemed to be the beneficial owner of the securities held by KKR Millennium Fund L.P. and KKR European Fund, Limited Partnership.

(10) These securities are held by KKR Partners III, L.P. (Series F). As the sole general partner of KKR Partners III, L.P. (Series F), KKR III GP LLC may be deemed to be the beneficial owner of such shares held by KKR Partners III, L.P. (Series F).

(11) These securities are held by Aurora Investments II, LLC.

(12) As the designated members of KKR Management LLC, the managers of KKR 1996 GP LLC, Strata L.L.C., KKR III GP LLC and Aurora Investments II, LLC, and members of the executive committee of KKR Associates, L.P., Henry R. Kravis and George R. Roberts may also be deemed to beneficially own the securities held by KKR Millennium Fund L.P., KKR European Fund, Limited Partnership, KKR 1996 Fund L.P., KKR Partners II, L.P., KKR Partners III, L.P. (Series F) and Aurora Investments II, LLC. Messrs. Kravis and Roberts have also been designated as managers of KKR Millennium GP LLC by KKR Fund Holdings L.P.

(13) Each Reporting Person and each other person named in notes (2) through (12) above disclaims beneficial ownership of any securities reported herein, except to the extent of such person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any equity securities covered by this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.